

MPS

MPS LIMITED

CIN: L22122TN1970PLC005795

Registered Office: RR Towers IV, Super A, 16/17, Thiru Vi Ka Industrial Estate, Guindy, Chennai-600 032, Tamil Nadu, India
Tel. No.: +91-44 -49162222 | Fax No.: +91-44-49162225
Corporate Office: C-35, Sector-62, Noida – 201307, Uttar Pradesh, India
Tel. No.: +91- 120-459 9754 | Fax No.: +91- 120-402 1280 | E-mail: investors@mpslimited.com | Website: www.mpslimited.com
Company Secretary: Mr. Sunit Malhotra, Chief Financial Officer | Compliance Officer: Ms. Shiwani Dayal

POST-BUYBACK PUBLIC ADVERTISEMENT FOR THE ATTENTION OF
EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF MPS LIMITED

This post-buyback public advertisement (the “Advertisement”) is being made in accordance with Regulation 24(vi) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (“SEBI Buyback Regulations”) regarding completion of the Buyback.
This Advertisement should be read in conjunction with the public announcement dated August 12, 2020 published on August 13, 2020 (“Public Announcement”) and the letter of offer dated September 8, 2020 (“Letter of Offer”), issued in connection with the Buyback.

Unless specifically defined herein, capitalised terms and abbreviations used herein have the same meaning as ascribed to them in the Public Announcement and the Letter of Offer.

1. THE BUYBACK
- 1.1 MPS Limited (the “Company”) had announced the Buyback of up to 5,66,666 (Five Lakhs Sixty Six Thousand Six Hundred and Sixty Six) Equity Shares, representing 3.04% of the total paid-up equity capital of the Company from the shareholders/ beneficial owners of Equity Shares as on Record Date i.e., August 24, 2020, on a proportionate basis, through the “tender offer” process, at a price of INR 600 (Indian Rupees Six Hundred only) per Equity Share, payable in cash, for an aggregate maximum amount not exceeding INR 34,00,00,000 (Indian Rupees Thirty Four Crores only) excluding the Transaction Costs, which represents 9.95% and 9.49% of the aggregate of the Company’s paid-up equity capital and free reserves (including securities premium) as per the audited financials of the Company as on March 31, 2020, on a standalone and consolidated basis respectively (being the last audited financial statements available as on August 11, 2020, the date of board meeting recommending the proposal for the Buy-back), in accordance with Section 68(2)(c) of the Companies Act, 2013 and the SEBI Buyback Regulations.
- 1.2 The Buyback was undertaken by way of tender offer through the stock exchange mechanism as prescribed under the SEBI Buyback Regulations and the SEBI Circulars.
- 1.3 The Buyback Opening Date was Wednesday, September 16, 2020 and the Buyback Closing Date was Tuesday, September 29, 2020.

2. DETAILS OF THE BUYBACK
- 2.1 The total number of Equity Shares bought back by the Company in the Buyback were 5,66,666 (Five Lakhs Sixty Six Thousand Six Hundred and Sixty Six) Equity Shares, at the price of INR 600.00 (Indian Rupees Six Hundred only) per Equity Share.
- 2.2 The total amount utilized in the Buyback was INR 33,99,99,600 (Indian Rupees Thirty Three Crores Ninety Nine Lakhs Ninety Nine Thousand Six Hundred only), excluding Transaction Costs.
- 2.3 The Registrar to the Buyback i.e. Cameo Corporate Services Limited (“Registrar”), considered a total of 7,948 valid bids for 32,45,001 Equity Shares in response to the Buyback, which is approximately 5.73 times the maximum number of Equity Shares proposed to be bought back. The details of the valid bids considered by the Registrar are as follows:
- | Category of Shareholders | No. of Equity Shares Reserved in the Buyback | No. of valid Bids | Total No. of Equity Shares Tendered | Response (%) |
|--|--|-------------------|-------------------------------------|--------------|
| Reserved category for Small Shareholders | 85,000 | 7,421 | 3,34,998 | 394.12 |
| General category for all other Eligible Shareholders | 4,81,666 | 527 | 29,10,003 | 604.15 |
| Total | 5,66,666 | 7,948 | 32,45,001 | 572.65 |
- 2.4 All valid bids were considered for the purpose of Acceptance in accordance with the SEBI Buyback Regulations and the Letter of Offer. The communication of acceptance/rejection dated Wednesday, October 7, 2020 was sent by the Registrar to the Eligible Shareholders, on Wednesday, October 7, 2020 (by email where the email id is registered with the Company or the depository) and will be dispatched on October 9, 2020 (through physical intimation where email id is not available).
- 2.5 The settlement of all valid bids was completed by NSE Clearing on Wednesday, October 7, 2020. NSE Clearing has made direct funds pay-out to Eligible Shareholders whose shares have been accepted under the Buyback. If bank account details of any Eligible Shareholders were not available or if the funds transfer instruction was rejected by the Reserve Bank of India/ relevant bank(s), due to any reasons, then the amount payable to the concerned shareholder will be transferred to the Shareholder Broker for onward transfer to such shareholders.
- 2.6 Equity Shares held in dematerialized form accepted under the Buyback were transferred to the Company Demat Account on Wednesday, October 7, 2020. No Equity Shares were tendered in physical form. The unaccepted dematerialized Equity Shares have been returned to respective Eligible Shareholders /custodians by NSE Clearing on Wednesday, October 7, 2020.
- 2.7 The extinguishment of 5,66,666 Equity Shares accepted under the Buyback is currently under process and will be completed in accordance with the SEBI Buyback Regulations, on or before Wednesday, October 14, 2020.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN
- 3.1 The capital structure of the Company pre and post Buyback is set forth below:
- | Particulars | Pre-Buyback | Post-Buyback |
|--|--|---|
| Authorised share capital | INR 20,00,00,000 (2,00,00,000 Equity Shares) | INR 20,00,00,000 (2,00,00,000 Equity Shares) |
| Issued, subscribed and fully paid up share capital | INR 18,61,69,260 (1,86,16,926 Equity Shares) | INR 18,05,02,600 [#] (1,80,50,260 Equity Shares) |

[#] Subject to extinguishment of 5,66,666 Equity Shares accepted in the Buyback

- 3.2 Details of the Eligible Shareholders from whom Equity Shares exceeding 1% of the total Equity Shares have been bought back under the Buyback are as mentioned below:
- | Sr. No. | Name of the Shareholder | No. of Equity Shares accepted under the Buyback | Equity Shares accepted as a % of the total Equity Shares bought back | Equity Shares accepted as a % of total post Buyback Equity Share Capital of the Company [#] |
|---------|--|---|--|--|
| 1 | ADI BPO Services Limited | 3,45,388 | 60.95 | 1.91 |
| 2 | ICICI Lombard General Insurance Company Ltd | 18,778 | 3.31 | 0.10 |
| 3 | Government of Singapore - E | 15,555 | 2.75 | 0.09 |
| 4 | Pinebridge Global Funds – Pinebridge India Equity Fund | 13,726 | 2.42 | 0.08 |
| 5 | Mukul Agrawal | 12,636 | 2.23 | 0.07 |
| 6 | Nihar Nandan Nilekani | 7,266 | 1.28 | 0.04 |

[#] Subject to extinguishment of 5,66,666 Equity Shares accepted in the Buyback

- 3.3 The shareholding pattern of the Company, prior to the Buyback (as of the Record Date, being August 24, 2020) and post the completion of the Buyback is as follows:
- | Particulars | Pre-Buyback | | Post Buyback [#] | |
|--|----------------------|--|---------------------------|--|
| | No. of Equity Shares | % to the existing Equity Share Capital | No. of Equity Shares | % to the post-Buyback Equity Share Capital |
| Promoters and persons acting in concert (collectively “the Promoters”) | 1,26,16,996 | 67.77 | 1,22,71,608 | 67.99 |
| Foreign Investors (Including Non-Resident Indians, FIIs) | 15,40,499 | 8.27 | 57,78,652 | 32.01 |
| Financial Institutions/Banks & Mutual Funds promoted by Banks/Institutions and Insurance Companies | 6,51,345 | 3.50 | | |
| Others (Public, Public Bodies Corporate etc.) | 38,08,086 | 20.45 | | |
| Total | 1,86,16,926 | 100.00 | 1,80,50,260 | 100.00 |

[#] Subject to extinguishment of 5,66,666 Equity Shares accepted in the Buyback

13. MANAGER TO THE BUYBACK



Ernst & Young Merchant Banking Services LLP
The Ruby, 14th Floor, 29 Senapati Bapat Marg, Dadar West, Mumbai – 400 028, India
Tel No.: +91-22-6192 0000, Fax No.: +91-22-6192 1000
Email: mps.buyback2020@in.ey.com; Website: www.ey.com/india
Investor grievance e-mail: investorgrievances@in.ey.com
SEBI Registration No.: INM000010700
Validity Period: Permanent (unless suspended or cancelled by SEBI)
Contact person : Chintan Hefa
LLP Identity No: AAO-2287

14. DIRECTORS’ RESPONSIBILITY

As per Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Advertisement and confirms that the information included herein contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of MPS Limited

Sd/-
Mr. Rahul Arora
CEO & Managing Director
DIN: 05353333

Sd/-
Mr. Nishith Arora
Chairman and Non-Executive Director
DIN: 00227593

Sd/-
Mr. Sunit Malhotra
Chief Financial Officer and Company Secretary
DIN: 00248939

Date: October 8, 2020
Place: Gurugram